

Remuneration system for the Supervisory Board of Vossloh Aktiengesellschaft

The Supervisory Board is responsible for advising and monitoring the Executive Board. By performing this monitoring activity, the Supervisory Board contributes to the long-term development of the company and promotes the corporate strategy. The remuneration system accounts for this responsibility and the scope of activity of the Supervisory Board members, serving as the basis for the appropriate remuneration of Supervisory Board members.

The remuneration of the Supervisory Board members of Vossloh Aktiengesellschaft is set down in Section 17 of the company's Articles of Incorporation. In addition to the reimbursement of their expenses, the remuneration of the Supervisory Board members comprises a fixed remuneration component and a supplement that is intended to cover the membership in committees. The remuneration is paid following the financial year-end closing.

The precise composition and amount of the remuneration components is calculated according to the responsibility and scope of activity of the respective Supervisory Board member. The fixed remuneration that is granted to the Supervisory Board members in accordance with the Articles of Incorporation amounts to €40,000 (gross) per year (*basic remuneration*). The fixed remuneration for the Supervisory Board Chairperson amounts to the triple of this amount, and the fixed remuneration for the Deputy Chairperson amounts to one and a half of the basic remuneration. Membership in each committee is remunerated with a supplement in the amount of one-quarter of the basic remuneration, whereby the Chairperson of the Audit Committee receives the triple of the supplement. Conversely, membership in the Nomination Committee shall only be remunerated with the aforementioned supplement to the basic remuneration insofar as the committee has met during the respective financial year. Insofar as the Chairperson of the Supervisory Board is a member of any committees, the Chairperson shall not receive any additional remuneration for the committee work. Supervisory Board members who have only been on the Supervisory Board or on a committee during part of the financial year or election period will receive a pro rata remuneration for every full month of their activity. In addition, the company includes the Supervisory Board members in a directors' and officers' (D&O) insurance policy taken out by the company with an appropriate level of coverage for the members' Supervisory Board activities.

The remuneration of the Supervisory Board members does not contain any variable remuneration components. The Executive Board and Supervisory Board are of the opinion that limiting the remuneration of Supervisory Board members to just fixed remuneration offers the best means of accounting for the Supervisory Board's monitoring function, which is independent of the success of the company.

The remuneration system is prepared by the Executive Board and Supervisory Board in accordance with statutory regulations and is voted on by the General Meeting at the recommendation of the Executive Board and the Supervisory Board. At regular intervals, but at least once every four years, the Executive Board and Supervisory Board review the remuneration to determine whether the amount and composition of the remuneration continue to be appropriate and are in line with market conditions. Should there be any necessity to change the remuneration system for the Supervisory Board, the Executive Board and the Supervisory Board will also submit a recommendation to the General Meeting for a corresponding amendment to Section 17 of the Articles of Incorporation; the remuneration system for the Supervisory Board will in any case be presented to the German Meeting at least once every four years.

In line with all decisions made by the Supervisory Board, should there be a conflict of interest, general statutory regulations shall apply while taking the recommendations of the currently applicable version of the German Corporate Governance Code into account. Pursuant to the division of responsibilities under the terms of the German Stock Corporation Act (AktG), Supervisory Board members are involved in the preparation of the remuneration system. Should there be any conflicts of interest

beyond, the affected member shall not participate in the resolutions on the relevant agenda items. The Supervisory Board will inform the General Meeting in its report of any conflicts of interest arising over the course of a financial year and how these were dealt with.

VOSSLOH AGM 2021

RESULTS OF THE VOTES ON AGENDA ITEMS (6) – (9)

	Valid votes submitted (number of shares)	Share of capital stock this represents	Yes votes	Share of yes votes	No votes
Item (6) Addition of a new paragraph to Article 18 (paragraph 5) and two new paragraphs to Article 19 (paragraphs 4 and 5) of the Articles of Incorporation – Broadcast of Annual General Meeting, virtual participation and absentee voting	12,047,889	68.59%	11,982,799	99.46%	65,090
Item (7) Amendment of Article 13 paragraph 2 of the Articles of Incorporation – Modalities of convocation of Supervisory Board Meetings	12,976,011	73.88%	12,969,053	99.95%	6,958
Item (8) Remuneration system for members of the Executive Board	12,980,116	73.90%	11,029,408	84.97%	1,950,708
Item (9) Remuneration system for members of the Supervisory Board	12,527,814	71.33%	12,511,022	99.87%	16,792